

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: FIRST FINANCIAL GROUP)
DONALD M. MEDLEY, INC.)
ITS OFFICERS, DIRECTORS,) File No. 0900439
EMPLOYEES, AFFILIATES, SUCCESSORS,)
AGENTS AND ASSIGNS,)
AND DONALD M. MEDLEY)

TEMPORARY ORDER OF PROHIBITION

TO THE RESPONDENTS: First Financial Group
Donald M. Medley, Inc.
Donald M. Medley
22 S. Main St.
Harrisburg, Illinois 62946

On information and belief, I, Jesse White, Secretary of State for the State of Illinois, through my designated representative, having been fully advised in the premises by the staff of the Illinois Securities Department, Office of the Secretary of State, herein find:

1. That Respondent, Donald M. Medley, Inc., is an Illinois registered corporation, and Respondent First Financial Group is a purported business entity, both with a last known address of 22 S. Main St., Harrisburg, Illinois 62946;
2. That at all times relevant, the Respondent Donald M. Medley, was president of Donald M. Medley, Inc. and First Financial Group;
3. That on or about October, 2008, Respondents Donald M. Medley, Inc., by and through their Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Donald M. Medley, offered to sell securities to at least one (1) Illinois resident in that "Donald M Medley Inc" appears and is listed and/or advertised in the 2008-2009 Yellow Book telephone directory under the heading "Investment Securities";
4. That during the month of September, 2009, Respondent Donald M. Medley, representing by way of his business card that he was president of First Financial Group, met with investors at which time Donald M. Medley offered and sold said investors securities, namely a "joint venture agreement", promising that in exchange

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for an investment of one million dollars, the investors' money would be pooled with approximately 100 investors, said funds would be traded in "cut money", and that this investment would be for a 40 week time period, after which time, the investors would receive a return of 30% of their original investment;

5. That at all times relevant, neither Donald M. Medley, Inc., First Financial Group, nor Donald M. Medley were registered as a dealer and/or salesperson of securities in the State of Illinois;
6. That on January 20, 1989, Donald M. Medley was convicted of a felony in Federal court and received a two year sentence of imprisonment and a fine of \$10,000;
7. That Donald M. Medley's Illinois insurance license was revoked on August 12, 1994 and remains in a revoked status;
8. That the aforesaid joint venture agreement is a security as that term is defined pursuant to Section 2.1. of the Illinois Securities Law of 1953 [815 ILCS 5/1 et seq.] (the "Act");
9. That Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 of the Act or those offered and sold in transactions exempt under Section 4 of the Act shall be registered with the Secretary of State prior to their offer or sale in the State of Illinois;
10. That the aforesaid Yellow Book telephone listing/advertisement is an "offer" to sell securities as that term is defined pursuant to Section 2.5a of the Act;
11. That Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell securities except in accordance with the provisions of the Act;
12. That Section 12.C of the Act provides, inter alia, that it shall be a violation of the Act for any person to act as a dealer or salesperson unless registered as such, where such registration is required;

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13. That Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to fail to file with the Secretary of State any document or application required to be filed under the provisions of the Act;
14. That at all times relevant hereto, Respondents First Financial Group and Donald M. Medley, Inc., by and through their Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Donald M. Medley, failed to file an application for registration of the above-referenced securities with the Secretary of State prior to their offer or sale in the State of Illinois;
15. That at all times relevant hereto, Respondents First Financial Group and Donald M. Medley, Inc., by and through their Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Donald M. Medley, failed to file an application for registration as a dealer or salesperson for the sales of securities in the State of Illinois;
16. That at all times relevant hereto, Respondents First Financial Group and Donald M. Medley, Inc., by and through their Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Donald M. Medley, acted as a dealer and/or salesperson of securities while not being registered as such;
17. That by virtue of the foregoing, Respondents First Financial Group and Donald M. Medley, Inc., by and through their Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Donald M. Medley, have violated Sections 12.A, 12.C and 12.D of the Act;
18. That Section 11.F.(2) of the Act provides, inter alia, that the Secretary of State may temporarily suspend or prohibit the offer or sale of securities by any person if the Secretary of State in his or her opinion, based upon credible evidence, deems it necessary to prevent an imminent violation of the Act or to prevent losses to investors which the Secretary of State reasonably believes will occur as a result of a prior violation of the Act;
19. That based upon the foregoing, the Secretary of State deems it necessary, in order to prevent imminent and

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additional violations of the Act, and to prevent losses to investors as a result of the referenced prior violation of the Act, to enter an order pursuant to the authority granted under Section 11.F of the Act which prohibits Respondents First Financial Group and Donald M. Medley, Inc., by and through their Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Donald M. Medley, from offering and/or selling securities in the State of Illinois; and

20. That based upon the credible evidence available to the Secretary of State, the entry of this Temporary Order is in the public interest and is consistent with the purposes of the Act.

NOW THEREFORE, IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondents First Financial Group and Donald M. Medley, Inc., by and through their Officers, Directors, Employees, Affiliates, Successors, Agents and Assigns, and Donald M. Medley, are hereby PROHIBITED from offering and/or selling securities in or from the State of Illinois until further order of the Secretary of State.

NOTICE is hereby given that the Respondents may request a hearing on this matter by transmitting such request in writing to Securities Director, Illinois Securities Department, 300 West Jefferson, Suite 300A, Springfield, Illinois 62702. Such request must be made within thirty (30) days of the date of entry of this Temporary Order. Upon receipt of a request for hearing, a hearing will be scheduled. Request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for ninety days from the date the hearing request is received by the Department.

FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) DAYS AFTER ENTRY OF THIS TEMPORARY ORDER SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND CONSTITUTES SUFFICIENT BASIS TO MAKE THE TEMPORARY ORDER FINAL.

ENTERED: This 30th day of September, 2009



JESSE WHITE
Secretary of State
State of Illinois

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Attorney for the Secretary of State:

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